

RECEIVED
SURFACE TRANSPORTATION
BOARD

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RECORDATION NO.

FILED

JUL 8 '97

3-40PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 8, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GATC Trust No. 91-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies each of the following secondary documents, all dated as of December 9, 1996: (1) Lease Supplement No. 3, (2) Trust Indenture Supplement No. 3 and (3) Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 91-1) and secondary documents related thereto which was previously filed with the Board under Recordation Number 18934.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 3

Lessor: Fleet National Bank
50 Kennedy Plaza
Providence, Rhode Island 02903

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

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**Trust Indenture Supplement No. 3
and Bill of Sale and Partial Release**

Owner Trustee: Fleet National Bank
50 Kennedy Plaza
Providence, Rhode Island 02903

Indenture Trustee: Harris Trust and Savings Bank
PO Box 755
Chicago, Illinois 60690

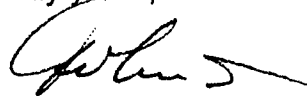
A description of the railroad equipment covered by the enclosed documents is:

railcars designated as GACX 56742 and GACX 56743 are added to the
Lease and Trust Indenture and railcars GACX 56778 and GACX 56819
are deleted therefrom.

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JUL 8 '97

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BILL OF SALE AND PARTIAL RELEASE

Fleet National Bank, as successor to Shawmut Bank Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 56778 and GACX 56819 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: December __, 1996

Fleet National Bank, as successor to Shawmut Bank Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee

By: _____

Title: VICE PRESIDENT

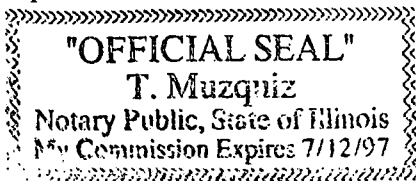
Harris Trust and Savings Bank, as
Indenture Trustee

By: _____

Title: ASSISTANT VICE PRESIDENT

State of Illinois)
) SS:
County of Cook)

On the ~~18th~~ day of June, 1997, before me personally appeared
JEFFREY L. KINNEY, to me known, who being by me duly sworn, say that (s)he is a
ASSISTANT VICE PRESIDENT of Harris Trust and Savings Bank, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.



T. Muzquiz
Notary Public

[Notarial Seal]

My commission expires: 7-12-97

State of CONNECTICUT)
) SS:
County of HARTFORD)

On the 22nd day of MAY, 1997, before me personally appeared
STEVEN CIMALORE, to me known, who being by me duly sworn, says that (s)he is a
VICE PRESIDENT of Fleet National Bank, as successor to Shawmut Bank Connecticut, N.A.,
that said instrument was signed on such date on behalf of said corporation by authority of its
Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

Dawn P. Heintz
Notary Public

[Notarial Seal]

My commission expires:

DAWN P. HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 1997